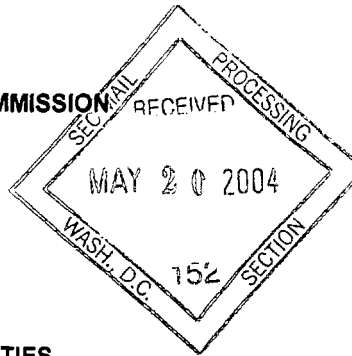


864240

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



04029969

OMB number: 3235-0076

Expires: May 31, 2005

Estimated average burden
hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY		
Prefix		Serial
DATE RECEIVED		

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) **Sypris Solutions, Inc. Private Placement \$55,000,000 Senior Notes (Series A, Series B and Series C) and Guaranties**

Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)
Sypris Solutions, Inc.*

MAY 24 2004

THOMSON
FINANCIAL

Address of Executive Offices
101 Bullitt Lane, Suite 450, Louisville, KY 40222 (502) 329-2000
(Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business **Provider of outsourced manufacturing, engineering, design, testing and other technical services.**

Type of Business Organization

[X] corporation [] limited partnership, already formed [] other (please specify):
[] business trust [] limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year [9] [1997] [X] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D] [E]

*Certain subsidiaries of Sypris Solutions, Inc. are issuing guaranties in this offering. Please see Exhibit A attached hereto for the information required by Part A of this Form D as to each subsidiary.

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

SEC 1972 (6-02) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Gill, Robert E.**

Business or Residence Address (Number and Street, City, State, Zip Code) **253 Canton Avenue East, Winter Park, FL 32789**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Gill, Virginia G.**

Business or Residence Address (Number and Street, City, State, Zip Code) **253 Canton Avenue East, Winter Park, FL 32789**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Gill, Jeffrey T.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Gill, R. Scott**

Business or Residence Address (Number and Street, City, State, Zip Code) **1209 North Astor Street, Chicago, IL 60610**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **GFP I, LP**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Gill Family Capital Management, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Boyd, Kathy Smith**

Business or Residence Address (Number and Street, City, State, Zip Code) **6120 Hanging Moss Road, Orlando, FL 32807**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Cocke, James G.**

Business or Residence Address (Number and Street, City, State, Zip Code) **10901 North McKinley Drive, Tampa, FL 33612**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Kramer, John M.**

Business or Residence Address (Number and Street, City, State, Zip Code) **2820 West Broadway, Louisville, KY 40211**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Robertson, G. Darrell**

Business or Residence Address (Number and Street, City, State, Zip Code) **160 E. Via Verde, San Dimas, CA 91773**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Johnson, David D.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Davis, Richard L.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Allen, Anthony C.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **McGeeney, John R.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Johnson, Roger W.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Sroka, Robert**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Petersen, Sidney R.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Frigon, Henry F.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) **Healey, William L.**

Business or Residence Address (Number and Street, City, State, Zip Code) **101 Bullitt Lane, Suite 450, Louisville, KY 40222**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

- | | | |
|---|---------------------------------|---|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. | | |
| 2. What is the minimum investment that will be accepted from any individual?..... | \$1,000,000 | |
| 3. Does the offering permit joint ownership of a single unit?..... | Yes
<input type="checkbox"/> | No
<input checked="" type="checkbox"/> |

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) **ABN Amro Financial Services, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code) **135 South LaSalle Street, Suite 1460, Chicago, IL 60603**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT] X	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] X	[IN]	[IA] X	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] X	[MI]	[MN] X	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC] X	[ND]	[OH]	[OK]	[OR]	[PA] X
[RI]	[SC]	[SD]	[TN] X	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI] X	[WY]	[PR]

Full Name (Last name first, if individual) **SunTrust Capital Markets, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code) **303 Peachtree Street, 24th Floor, Atlanta, GA 30308**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA] X	[MI]	[MN]	[MS]	[MO]
[MT]	[NE] X	[NV]	[NH]	[NJ] X	[NM]	[NY]	[NC]	[ND]	[OH] X	[OK]	[OR]	[PA] X
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

[] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

Aggregate Offering Price	Amount Already Sold
-----------------------------	------------------------

Debt(Senior Notes and Guaranties).....	\$55,000,000	\$0
Equity	\$ _____	\$ _____
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify:).	\$ _____	\$ _____
Total	\$55,000,000	\$0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number	Aggregate
	Investors	Dollar Amount
Accredited Investors	0	\$0
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount
Rule 505	_____	\$ _____
<u>Regulation A</u>	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]	\$ _____
Printing and Engraving Costs	[]	\$ _____
Legal Fees	[X]	\$55,000
Accounting Fees	[]	\$ _____
Engineering Fees	[]	\$ _____
Sales Commissions (specify finders' fees separately)	[X]	\$192,500
Other Expenses (identify)	[]	\$ _____
Total	[X]	\$247,500

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." [X \$54,752,500

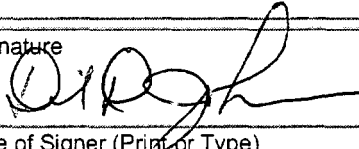
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Payments to	
Officers,	
Directors, &	Payments To
Affiliates	Others

Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$54,752,500
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$54,752,500

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Sypris Solutions, Inc.		5.18.04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
David D. Johnson	Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

#15151605 v1 - Sypris Solutions, Inc. \$55M Notes Offering Form D

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>

Last update: 06/06/2002

EXHIBIT A

Sypris Solutions, Inc., in connection with its private placement of \$55,000,000 Senior Notes (the "Notes"), hereby submits this Exhibit A to Form D. Certain subsidiaries of the Company (the "Subsidiaries") are acting as guarantors of the Company's obligations under the Notes, and this Exhibit A is intended to set forth the information required to be filed in Part A of the Form D as to each Subsidiary guarantor. No separate consideration will be received by the Subsidiaries for their guaranties.

The name, actual date and state of incorporation or organization, the executive office address and telephone number, and the principal office address and telephone number for each Subsidiary are as follows:

Name of Subsidiary	State and Actual Date of Incorporation /Organization	Executive Office Address and Telephone	Principal Business Address and Telephone
Sypris Data Systems, Inc.	Delaware corporation; October 15, 1997	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	160 E. Via Verde San Dimas, CA 91773 (909) 962-9400
Sypris Electronics, LLC	Delaware limited liability company; October 12, 2001	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	10901 North McKinley Drive Tampa, FL 33612 (813) 972-6000
Sypris Technologies, Inc.	Delaware corporation; May 9, 2001	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	2820 West Broadway Louisville, KY 40211 (502) 774-6011
Sypris Technologies Kenton, Inc.	Delaware corporation; April 1, 2004	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	13267 State Route 68 S Kenton, OH 43326 (502) 329-2000
Sypris Technologies Marion, LLC	Delaware limited liability company; May 9, 2001	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	1550 Marion Agosta Road Marion, OH 43302 (740) 383-2111
Sypris Test & Measurement, Inc.	Delaware corporation; October 12, 2001	101 Bullitt Lane, Suite 450 Louisville, KY 40222 (502) 329-2000	6120 Hanging Moss Road Orlando, FL 32807 (407) 678-6900

The names and addresses of each of the Beneficial Owners, Executive Officers and Directors of each Subsidiary are as follows:

Name of Subsidiary	Beneficial Owners	Executive Officers	Directors
Sypris Data Systems, Inc.	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222 G. Darrell Robertson 160 E. Via Verde San Dimas, CA 91773 Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222

Name of Subsidiary	Beneficial Owners	Executive Officers	Directors
		Cynthia Belak 160 E. Via Verde San Dimas, CA 91773	
		David D. Johnson 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
Sypris Electronics, LLC	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222
		James G. Cocke 10901 North McKinley Drive Tampa, FL 33612	
		Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		David L. Monaco 10901 North McKinley Drive Tampa, FL 33612	
		Edmund R. Stuczynski 10901 North McKinley Drive Tampa, FL 33612	
		Robert G. Marrah 10901 North McKinley Drive Tampa, FL 33612	
		David D. Johnson 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Michael L Schuman 10901 North McKinley Drive Tampa, FL 33612	
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
Sypris Technologies, Inc.	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222
		John M. Kramer 2820 West Broadway Louisville, KY 40211	

Name of Subsidiary	Beneficial Owners	Executive Officers	Directors
		Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Norman E. Zelesky 2820 West Broadway Louisville, KY 40211	
		David D. Johnson 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
Sypris Technologies Kenton, Inc.	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222
		John M. Kramer 2820 West Broadway Louisville, KY 40211	
		Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Norman E. Zelesky 2820 West Broadway Louisville, KY 40211	
		David D. Johnson 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
Sypris Technologies Marion, LLC	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222
	Sypris Technologies, Inc.	John M. Kramer 2820 West Broadway Louisville, KY 40211	
		Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Norman E. Zelesky 2820 West Broadway Louisville, KY 40211	

Name of Subsidiary	Beneficial Owners	Executive Officers	Directors
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
Sypris Test & Measurement, Inc.	Sypris Solutions, Inc.	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222	Jeffrey T. Gill 101 Bullitt Lane, Suite 450 Louisville, KY 40222
		Kathy S. Boyd 6120 Hanging Moss Road Orlando, FL 32807	
		Larry Bernicky 6120 Hanging Moss Road Orlando, FL 32807	
		David D. Johnson 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Richard L. Davis 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		John R. McGeeney 101 Bullitt Lane, Suite 450 Louisville, KY 40222	
		Anthony C. Allen 101 Bullitt Lane, Suite 450 Louisville, KY 40222	

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